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FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.
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ACCT#:

CONTACT: KYLE L WHITE

PHONE: (407) 843-4600

FAX #:

(407) 843-4444

NAME: THR DOLPHIN CORP.

AUDIT NUMBER.....H97000020250

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. THR DOLPHIN CORP.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. 13-3972099

(FEI number, if applicable)

4. 9/23/97

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. 12/5/97

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 666 Fifth Avenue

c/o Tishman Asset Corporation

New York, NY 10103

Attention: Treasurer

(Current mailing address)

8. See attached Addendum.

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Richard J. Fildes, Esq.

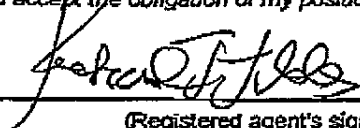
Office Address: 215 North Eola Drive

Orlando Florida, 32801

(Zip Code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


(Registered agent's signature) (Officer)

Richard J. Fildes, Esq.

(Type Name and Title of Officer)

(FL - 2189 - 9/23/97)

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11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached Addendum.

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: See attached Addendum.

Address:

Vice President:

Address:

Secretary:

Address:

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Treasurer: See attached Addendum.

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

Gary Buscemi
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. _____

Gary Buscemi, as Secretary

(Typed or printed name and capacity of person signing application)

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**Addendum to Application by Foreign Corporation for Authorization to
Transact Business in Florida for THR DOLPHIN CORP.**

Continuation of Item 8

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in the following activities.

a. to hold a general partnership interest in TRC Dolphin Limited Partnership, a Florida limited partnership; and

b. to engage in any lawful act or activity and to exercise any powers permitted to corporations that are incidental to and necessary or convenient for the accomplishment of the above-mentioned purposes.

Continuation of Item 12 A

Chairman: John A. Vickers
c/o Tishman Asset Corporation
666 Fifth Avenue
New York, NY 10103

Director: John L. Tishman
c/o Tishman Asset Corporation
666 Fifth Avenue
New York, NY 10103

Director: William J. Sales
c/o Tishman Asset Corporation
666 Fifth Avenue
New York, NY 10103

Director: Juliana C. Johnson
c/o Amacar Group, L.L.C.
6707 Fairview Road, Suite D
Charlotte, NC 28210

Director: Elizabeth S. Eldridge
c/o Amacar Group, L.L.C.
6707 Fairview Road, Suite D
Charlotte, NC 28210

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Continuation of Item 12 B

Chairman and CEO: John A. Vickers
c/o Tishman Asset Corporation
666 Fifth Avenue
New York, NY 10103

President: William J. Sales
Tishman Asset Corporation
666 Fifth Avenue
New York, NY 10103

Executive Vice-President: John A. Griswold
c/o Tishman Hotel Corporation
1200 Epcot Resorts Boulevard
Lake Buena Vista, FL 32830

Secretary: Gary Buscemi
c/o Tishman Asset Corporation
666 Fifth Avenue
New York, NY 10103

Treasurer: Frank W. Beck
c/o Tishman Asset Corporation
666 Fifth Avenue
New York, NY 10103

Assistant Treasurer: Larry Schwarzwald
c/o Tishman Asset Corporation
666 Fifth Avenue
New York, NY 10103

Sr. Vice-President : Gary Buscemi
c/o Tishman Asset Corporation
666 Fifth Avenue
New York, NY 10103

Vice-President: Frank W. Beck
c/o Tishman Asset Corporation
666 Fifth Avenue
New York, NY 10103

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Vice-President:

Donald W. Engfer
c/o Tishman Hotel Corporation
1200 Epcot Resorts Boulevard
Lake Buena Vista, FL 32830

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THR DOLPHIN CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF DECEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

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